

EXHIBIT 9

FILED UNDER SEAL

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 14 and OTTOMOTTO LLC

15 UNITED STATES DISTRICT COURT

16 NORTHERN DISTRICT OF CALIFORNIA

17 SAN FRANCISCO DIVISION

18 WAYMO LLC,
 19 Plaintiff,
 20 v.
 21 UBER TECHNOLOGIES, INC.,
 22 OTTOMOTTO LLC; OTTO TRUCKING LLC,
 23 Defendants.

Case No. 3:17-cv-00939-WHA

**DEFENDANTS UBER
 TECHNOLOGIES, INC. AND
 OTTOMOTTO LLC’S OBJECTIONS
 AND RESPONSES TO WAYMO’S
 FIRST SET OF EXPEDITED
 REQUESTS FOR PRODUCTION
 PURSUANT TO PARAGRAPH SIX
 OF MAY 11, 2017 PRELIMINARY
 INJUNCTION ORDER (NOS. 1-9)**

Trial Date: October 2, 2017

1 In accordance with Rule 34 of the Federal Rules of Civil Procedure, Defendants Uber
2 Technologies, Inc. and Ottomotto LLC (collectively “Defendants”) object and respond to Plaintiff
3 Waymo LLC’s First Set of Requests for Production of Documents, served on May 22, 2017.

4 **GENERAL OBJECTIONS**

5 Defendants make the following general responses and objections (“General Objections”)
6 to each definition, instruction, and request propounded in Waymo’s Requests for Production of
7 Documents. These General Objections are hereby incorporated into each specific response. The
8 assertion of the same, similar or additional objections or partial responses to the individual
9 requests does not waive any of Defendants’ General Objections.

10 1. Defendants object to each Request, Definition, or Instruction to the extent it seeks
11 or purports to impose obligations beyond or inconsistent with those imposed by the Federal Rules
12 of Civil Procedure or the applicable rules and orders of this Court.

13 2. Nothing in these responses is an admission by Defendants of the existence,
14 relevance, or admissibility of any information, for any purpose. Defendants reserve all objections
15 as to competency, relevance, materiality, privilege, or admissibility related to the use of its
16 responses and any document or thing identified in its responses as evidence for any purpose
17 whatsoever in any subsequent proceeding in this trial or any other action.

18 3. Defendants object to each Request to the extent it seeks information not within
19 Defendants’ possession, custody, or control and not kept by Defendants in their ordinary course
20 of business. Defendants will provide only relevant, non-privileged information that is within its
21 present possession, custody, or control and available after a reasonable investigation.

22 4. Defendants object to these Requests insofar as they purport to require Defendants
23 to search for information beyond that which is available after a reasonable search as it relates to
24 this case and the limited scope of discovery at this stage.

25 5. Defendants object to each Request to the extent that it is not limited in time.
26 Defendants will produce information from a reasonable time period as it relates to this case.

27 6. Defendants object to each Request to the extent it seeks a response from persons or
28 entities who are not parties to the lawsuit and over whom Defendants have no control.

1 Defendants respond to the Requests on Defendants’ own behalf.

2 7. To the extent any Request, Instruction, or Definition may be construed as calling
3 for disclosure of information subject to the attorney-client privilege, work product immunity,
4 joint defense or common interest, or any other applicable privilege or protection, Defendants
5 hereby claim such privileges and immunities and object on such grounds. Defendants do not
6 waive, intentionally or otherwise, any attorney-client privilege, work-product immunity, joint
7 defense or common-interest privilege or any other privilege, immunity, or other protection that
8 may be asserted to protect information from disclosure.

9 8. Although Defendants have diligently complied with their discovery obligations at
10 this stage, their investigations in connection with this litigation are continuing. These responses
11 are limited to information obtained to date and are given without prejudice to Defendants’ right to
12 amend or supplement their responses after considering information obtained through further
13 discovery or investigation

14 Subject to without waiving its General Objections, Defendants object and respond to the
15 Requests as follow:

16 **SPECIFIC OBJECTIONS AND RESPONSES**

17 **REQUEST FOR PRODUCTION NO. 1:**

18 All COMMUNICATIONS between any DEFENDANT and GORILLA CIRCUITS.

19 **RESPONSE TO REQUEST FOR PRODUCTION NO. 1:**

20 Defendants will produce non-privileged, responsive emails between Uber employees and
21 Gorilla Circuits.

22 To the extent Request for Production No. 1 requests anything other than the previously
23 described information, Defendants object to this Request as overbroad, not “reasonably narrow”
24 as required by the May 11, 2017 order, and not proportional to the needs of the case insofar as it
25 seeks “All COMMUNICATIONS.”

26 **REQUEST FOR PRODUCTION NO. 2:**

27 All corporate formation documents for OTTOMOTTO and OTTO TRUCKING,
28 INCLUDING without limitation the “Company LLC Agreement” and “Company’s
Organizational Documents” referenced in the OTTOMOTTO MERGER AGREEMENT and the

OTTO TRUCKING MERGER AGREEMENT.

RESPONSE TO REQUEST FOR PRODUCTION NO. 2:

Defendants will produce corporate formation documents for OTTOMOTTO and OTTO TRUCKING.

REQUEST FOR PRODUCTION NO. 3:

All agreements between any founder or equity holder of OTTOMOTTO or OTTO TRUCKING, on the one hand, and any DEFENDANT, on the other.

RESPONSE TO REQUEST FOR PRODUCTION NO. 3:

Defendants will produce agreements between any of the following eight employees on one hand, and Uber or Ottomotto LLC on the other: Lior Ron, Don Burnette, Soren Juelsgaard, Colin Sebern, Claire Delauney, Jur van den Berg, Ognen Stojanovski, Rhian Morgan, and Brent Schwartz.

Pursuant to Ms. Andrea Pallios Roberts’ email on May 30, 2017, Waymo agreed to narrow this Request to the above-mentioned eight current and former employees, “without prejudice to seeking further agreements in response to this RFP in the future.” To the extent Request for Production No. 3 requests anything other than the agreements for those eight current and former employees, Defendants object to this Request as overly broad, not “reasonably narrow” as required by the May 11, 2017 order, and not proportional to the needs of the case insofar as it seeks “[a]ll agreements” between “any” founder or equity hold of Ottomotto or Otto Trucking on one hand and any defendant on the other.

REQUEST FOR PRODUCTION NO. 4:

All agreements between TYTO and/or ODIN WAVE, on the one hand, and any DEFENDANT or LEVANDOWSKI, on the other, and any disclosures, schedules, exhibits, appendices, or attachments to such agreements.

RESPONSE TO REQUEST FOR PRODUCTION NO. 4:

Defendants will produce the asset purchase agreement between Ottomotto LLC and Tyto Lidar, LLC with the supporting disclosures, schedules, exhibits, appendices, and attachments.

1 To the extent Request for Production No. 4 seeks documents other than those described
2 above, Defendants object that this Request seeks documents outside Defendants’ custody or
3 control, particularly in seeking any agreements between Tyto Lidar, LLC and/or Odin Wave and
4 Mr. Levandowski. Defendants further object to the Request as seeking information that is neither
5 relevant to a party’s claims or defenses nor likely to lead to discovery of admissible evidence.

6 **REQUEST FOR PRODUCTION NO. 5:**

7 All diligence DOCUMENTS provided by OTTOMOTTO or OTTO TRUCKING to
8 UBER prior to August 5, 2016, INCLUDING any Data Room or Virtual Data Room.

9 **RESPONSE TO REQUEST FOR PRODUCTION NO. 5:**

10 Defendants will produce all non-privileged diligence documents provided by Ottomotto
11 and Otto Trucking prior to August 5, 2016 that were placed in the transaction Data Room.

12 To the extent Request for Production No. 5 requests anything other than the previously
13 described information, Defendants object to this Request as overbroad, not “reasonably narrow”
14 as required by the May 11, 2017 order, and not proportional to the needs of the case insofar as it
15 seeks “[a]ll” diligence documents. Defendants further object to this Request to the extent it calls
16 for materials protected by the attorney-client privilege, work product, and/or common interest
17 doctrines.

18 **REQUEST FOR PRODUCTION NO. 6:**

19 Any electronic computing device (e.g., laptops, desktop computers, mobile phones) used
20 by or assigned to LEVANDOWSKI, INCLUDING any personal computing device or any device
issued by any DEFENDANT.

21 **RESPONSE TO REQUEST FOR PRODUCTION NO. 6:**

22 Defendants respond that they have previously informed Waymo’s counsel that Waymo’s
23 counsel can inspect Anthony Levandowski’s Uber-issued computer upon reasonable notice, as
24 provided in the Court’s May 11, 2017 order.

25 Defendants object to Request for Production No. 6 to the extent it purports to require
26 anything more than the above-referenced inspection. Defendants further object to this request to
27 the extent it calls for information protected by the attorney-client privilege, work product
28

1 doctrine, and common interest privilege. Defendants further object to this Request to the extent it
2 seeks information or materials not within Defendants’ possession, custody, or control.

3 **REQUEST FOR PRODUCTION NO. 7:**

4 All DOCUMENTS REGARDING any “written consent” provided pursuant to Section 5.6
5 or 6.8 of the Agreement and Plan of Merger, dated April 11, 2016.

6 **RESPONSE TO REQUEST FOR PRODUCTION NO. 7:**

7 Defendants respond there are no documents responsive to this Request.

8 **REQUEST FOR PRODUCTION NO. 8:**

9 All documents regarding potential or actual “Pre-Signing Bad Acts” as defined in the
10 ACQUISITION DOCUMENTS, including by Levandowski.

11 **RESPONSE TO REQUEST FOR PRODUCTION NO. 8:**

12 Defendants object to this Request because it calls for materials protected by the attorney-
13 client privilege, work product doctrine, and common interest privilege. In particular, this Request
14 relates to the issue that is presently before the Court in Waymo’s motion to compel. As stated
15 during a call among the parties and the Special Master on June 3, 2017, to the extent responsive
16 documents exist, Defendants will produce or log them at a reasonable time following a judicial
17 resolution of the disputed issue. Defendants further object that the Request is overbroad, not
18 “reasonably narrow,” and not proportional to the needs of the case insofar as it seeks documents
19 pertaining to anyone other than Mr. Levandowski, seeks “all” documents, and seeks documents
20 about “potential” acts (though Waymo agreed to delete “potential” as a result of a meet-and-
21 confer regarding these Requests).

22 **REQUEST FOR PRODUCTION NO. 9:**

23 All COMMUNICATIONS between UBER and OTTOMOTTO REGARDING any
24 disclosures by OTTOMOTTO of a breach of representation or warranty or covenant in the
25 Agreement and Plan of Merger, dated April 11, 2016, including whether OTTOMOTTO engaged
any disclosures of [sic] whether OTTOMOTTO engaged in any “bad acts.”

26 **RESPONSE TO REQUEST FOR PRODUCTION NO. 9:**

27 Defendants respond there are no documents responsive to this Request.

HIGHLY CONFIDENTIAL – ATTORNEYS’ EYES ONLY

1 Dated: June 5, 2017

MORRISON & FOERSTER LLP

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3 By: /s/ Arturo J. González
4 ARTURO J. GONZÁLEZ

5 Attorneys for Defendants
6 UBER TECHNOLOGIES, INC.
7 and OTTOMOTTO LLC
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APPENDIX

**Information on Document Collections and
Production Under Supplement Order ¶ 13**

Defendants further provide information on their collection efforts under Paragraph 13 of the Supplemental Order. As of June 5, 2017, Defendants have searched the following sources of information that may contain material responsive to Waymo’s requests for production:

- Defendants’ custodial document repositories (e.g. email repositories, Google Docs, locally stored electronic documents)
- Defendants’ internal non-custodial document repositories (e.g. personnel files)
- Data room for the Uber – Ottomotto acquisition transaction

As of June 5, 2017, the following individuals employed by Defendants have searched for documents that may contain material responsive to Waymo’s requests for production:

- Adam Bentley—search responsibility for documents related to Ottomotto, LLC and Otto Trucking, LLC data room, corporate formation documents for the same, and Tyto Lidar, LLC.
- Andrew Glickman—documents related to Ottomotto, LLC and Otto Trucking, LLC data room, corporate formation documents for the same, Tyto Lidar, LLC, “written consents” under the merger agreement, and communications regarding any breaches of representations or warranties.
- Christian Lymn—documents related to Ottomotto, LLC and Otto Trucking, LLC data room, corporate formation documents for the same, Tyto Lidar, LLC, “written consents” under the merger agreement, and communications regarding any breaches of representations or warranties.
- Julie DeStefano—agreements between equity holders of Ottomotto, LLC and Otto Trucking, LLC, on one hand and any Defendant on the other.
- Dave Harvey—agreements between equity holders of Ottomotto, LLC and Otto Trucking, LLC, on one hand and any Defendant on the other.

CERTIFICATE OF SERVICE

I declare that I am employed with the law firm of Morrison & Foerster LLP, whose address is 707 Wilshire Boulevard, Los Angeles, CA 90017-3543. I am not a party to the within cause, and I am over the age of eighteen years.

I further declare that on June 5, 2017, I served true and correct copies of the following documents:

- **DEFENDANTS UBER TECHNOLOGIES, INC. AND OTTOMOTTO LLC'S OBJECTIONS AND RESPONSES TO WAYMO'S FIRST SET OF EXPEDITED REQUESTS FOR PRODUCTION PURSUANT TO PARAGRAPH SIX OF MAY 11, 2017 PRELIMINARY INJUNCTION ORDER (NOS. 1-9)**

☒ **BY ELECTRONIC SERVICE [Fed. Rule Civ. Proc. rule 5(b)]** by electronically mailing a true and correct copy through Morrison & Foerster LLP's electronic mail system to the e-mail address(es) set forth below, or as stated on the attached service list per agreement in accordance with Federal Rules of Civil Procedure rule 5(b).

Recipient	Email Address:
Charles K. Verhoeven David A. Perlson Melissa Baily John Neukom Jordan Jaffe James D. Judah John W. McCauley Felipe Corredor Grant Margeson Andrew M. Holmes Jeff Nardinelli Lindsay Cooper QUINN EMANUEL URQUHART & SULLIVAN, LLP 50 California Street, 22nd Floor San Francisco, CA 94111-4788	gewaymo@quinnemanuel.com
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I declare under penalty of perjury that the foregoing is true and correct. Executed at Palo Alto, California, this 5th day of June, 2017.

<p>_____ Ethel Villegas (typed)</p>	<p>_____ /s/ Ethel Villegas (signature)</p>
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